

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

	x	
	:	
<b>IN RE MOLSON COORS BREWING</b>	:	<b>Civil Action No. 1:05-cv-00294-KAJ</b>
<b>COMPANY SECURITIES LITIGATION</b>	:	<b>(Consolidated)</b>
	:	
	x	

**DEFENDANTS' MOTION TO DISMISS THE COMPLAINT**

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure and the Private Securities Litigation Reform Act of 1995, defendants Molson Coors Brewing Company ("Molson Coors"), Peter H. Coors, W. Leo Kiely III, Charles M. Herington, Franklin W. Hobbs, Randall Oliphant, Pamela Patsley, Wayne Sanders, Albert C. Yates, Timothy V. Wolf, Peter Swinburn, David G. Barnes, Peter M.R. Kendall, and Daniel J. O'Neill, through their undersigned counsel, move this Court before the Honorable Kent A. Jordan, United States District Judge, to dismiss plaintiffs' February 6, 2006 Consolidated Amended Class Action Complaint for failure to state a claim upon which relief may be granted.

In support of this motion, defendants submit their opening brief, the accompanying April 6, 2006 affidavit of Michael R. Young and the exhibits thereto. For all the reasons set forth in the opening brief, defendants respectfully request that this Court dismiss the Consolidated Amended Class Action Complaint, with prejudice and in its entirety, by entering the attached Order, together with such other and further relief as the Court deems just and proper.

OF COUNSEL:

Michael R. Young  
Antonio Yanez, Jr.  
Darren G. Gibson  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, NY 10019-6099  
(212) 728-8000



---

Charles F. Richards, Jr. (#701)  
Jeffrey L. Moyer (#3309)  
Elizabeth C. Tucker (#4468)  
Richards, Layton & Finger, P.A.  
One Rodney Square  
Wilmington, DE 19899  
(302) 651-7700  
Fax: (302) 651-7701  
Email: richards@rlf.com  
moyer@rlf.com  
tucker@rlf.com

*Attorneys for Defendants*

Dated: April 7, 2006

3212713 2

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

-----	X	
	:	
IN RE MOLSON COORS BREWING	:	Civil Action No. 1:05-cv-00294-KAJ
COMPANY SECURITIES LITIGATION	:	(Consolidated)
	:	
-----	X	

**[PROPOSED] ORDER**

The Court, having considered the motion to dismiss the Consolidated Amended Class Action Complaint ("Motion") by defendants Molson Coors Brewing Company, Peter H. Coors, W. Leo Kiely III, Charles M. Herington, Franklin W. Hobbs, Randall Oliphant, Pamela Patsley, Wayne Sanders, Albert C. Yates, Timothy V. Wolf, Peter Swinburn, David G. Barnes, Peter M.R. Kendall, and Daniel J. O'Neill and all briefing and argument thereon, and good cause having been shown for the relief sought in the Motion;

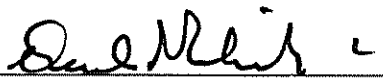
IT IS HEREBY ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2006 that the Motion is GRANTED and that the above-captioned action is dismissed with prejudice.

\_\_\_\_\_  
United States District Judge

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on April 7, 2006, a copy of the foregoing Motion to Dismiss and Proposed Order, was filed electronically with the Clerk of Court using CM/ECF, which will send notification of this filing to the following counsel of record:

Seth D. Rigrodsky  
Milberg Weiss Bershad & Schulman LLP  
919 North Market Street  
Suite 980  
Wilmington, DE 19801

  
\_\_\_\_\_  
Charles F. Richards, Jr. (#701)  
Richards@rlf.com